

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11  
Case No. 20-01947-jwb  
Hon. James W. Boyd

*Jointly Administered*

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**ORDER APPROVING APPLICATION FOR PAYMENT OF  
PROFESSIONAL FEES OF MASTODON VENTURES, INC.**

This matter has come before this Court upon the *Final Application for Approval of Chapter 11 Fees of Mastodon Ventures, Inc.* (the “Application”). Mastodon Ventures, Inc. (“Mastodon”) is seeking payment of compensation in the total amount of \$425,000 (of which \$60,000 Debtors have already paid). This Court has reviewed the Application and determined that the fees sought therein are reasonable, were necessary, were actually incurred, and should be allowed and paid. Notice of the Application was properly given and no objections have been filed.

**IT IS THEREFORE ORDERED:**

1. The Application is Granted.
2. Mastodon is granted, on a final basis, compensation as follows:
  - a. Monthly fee of \$25,000 for July, August, and September for a total of \$75,000.00.
  - b. Success fee in the amount of \$350,000.00 (contingent on the sale closing).

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<sup>1</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

3. Debtors have already paid Mastodon Ventures, Inc. \$60,000.00 of the \$75,000 monthly fees pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Procedures Order”).

4. Debtors are authorized and directed to pay the remaining monthly fees of \$15,000.00 to Mastodon.

5. Debtors are authorized and directed to pay the \$350,000.00 success fee only upon the closing on the sale of Debtors’ assets as set forth in the *Order (I) Authorizing the Sale of Substantially all of the Debtors’ Assets Free and Clear of All Lines, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* (Dkt. No. 363).

6. This Court retains exclusive jurisdiction and power to resolve any dispute arising from or related to this Order.

**END OF ORDER**

*Order prepared and submitted by:*  
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